

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Seacoast Commerce Bank		41-2061241	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Richard M. Sanborn, CEO	858-432-7001	rsanborn@sccombank.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
11939 Rancho Bernardo Road #200		San Diego, CA 92128	
8 Date of action		9 Classification and description	
December 1, 2014		Common Stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
81170V105	None	SCCB	None

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On December 1, 2014, through the creation of a new holding company structure, Seacoast Commerce Bank became a wholly-owned subsidiary of Seacoast Commerce Banc Holdings. The holding company structure was accomplished through the merger of SCB Merger Company, a wholly owned subsidiary of Seacoast Commerce Banc Holdings, with and into Seacoast Commerce Bank with Seacoast Commerce Bank surviving.

As a result of this reorganization, Seacoast Commerce Banc Holdings common stock replaced Seacoast Commerce Bank common stock on the OTCQB market and will begin trading under the ticker symbol "SCBH" as soon as practicable after the merger. Seacoast Commerce Bank common stock no longer trades on any stock market.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ At the effective time of the merger, each share of Seacoast Commerce Bank common stock, no par value, issued and outstanding was automatically converted into and was deemed exchanged for one share of Seacoast Commerce Banc Holdings common stock, no par value, having the same rights, powers, preferences, qualifications, limitations and restrictions as the Seacoast Commerce Bank common stock being converted and exchanged.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ There is no change in historical cost basis as a result of this transaction. Shareholders basis in their former Seacoast Commerce Bank common stock should be used as their basis in the new Seacoast Commerce Banc Holdings common shares.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 368(a)(1)(A) and 368(a)(2)(E)

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Shareholders should treat their historical cost basis in their former Seacoast Commerce Bank common stock as the cost basis in their new Seacoast Commerce Banc Holdings common stock. The holding period of the former Seacoast Commerce Bank common shares will carryover and become the holding period for the new Seacoast Commerce Banc Holdings common shares.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Richard M. Sanborn* Date ▶ 12-01-14

Print your name ▶ Richard M. Sanborn Title ▶ Chief Executive Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.